



CORPORATION SERVICE COMPANY

RECORDATION NO. 23617-D FILED

OCT 28 '05

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SURFACE TRANSPORTATION BOARD



October 27, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
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(202) 565-9004 - Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RE: 147772-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 9, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas New York, NY 10036

Lessee: **DEBRUCE GRAIN, INC.**  
4100 North Mulberry Road Kansas City, MO 64116

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **DEBRUCE GRAIN, INC.** covering covered hopper cars with reporting marks and numbers – CEFX 12852 – CEFX 13047 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23617 dated 08/15/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

AMENDED MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9<sup>th</sup> day of September, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and DEBRUCE GRAIN, INC., a Missouri corporation, with an address at 4100 North Mulberry Road, Kansas City, MO 64116 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of July 30, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 15, 2001 and given Recordation Number 23617.

WHEREAS, the Parties have amended the description of the equipment on Schedule A of Schedule No. 02 and wish to show for the public record the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: DEBRAH G. BROWN  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

DEBRUCE GRAIN, INC.

By: [Signature]  
Name: Shane Berrett  
Title: Director of Transportation

# Schedule A

Number of Cars			Equipment Description		
100	5,150 C.F. covered hopper car with gravity gates and trough hatches				
1	CEFX	12852	53	CEFX	12950
2	CEFX	12853	54	CEFX	12952
3	CEFX	12854	55	CEFX	12956
4	CEFX	12858	56	CEFX	12958
5	CEFX	12859	57	CEFX	12959
6	CEFX	12861	58	CEFX	12964
7	CEFX	12862	59	CEFX	12965
8	CEFX	12863	60	CEFX	12966
9	CEFX	12865	61	CEFX	12967
10	CEFX	12867	62	CEFX	12968
11	CEFX	12869	63	CEFX	12969
12	CEFX	12873	64	CEFX	12972
13	CEFX	12875	65	CEFX	12973
14	CEFX	12877	66	CEFX	12974
15	CEFX	12879	67	CEFX	12975
16	CEFX	12884	68	CEFX	12976
17	CEFX	12885	69	CEFX	12977
18	CEFX	12889	70	CEFX	12978
19	CEFX	12897	71	CEFX	12979
20	CEFX	12898	72	CEFX	12980
21	CEFX	12901	73	CEFX	12981
22	CEFX	12903	74	CEFX	12984
23	CEFX	12905	75	CEFX	12985
24	CEFX	12907	76	CEFX	12987
25	CEFX	12908	77	CEFX	12988
26	CEFX	12909	78	CEFX	12989
27	CEFX	12911	79	CEFX	12990
28	CEFX	12912	80	CEFX	12997
29	CEFX	12916	81	CEFX	12999
30	CEFX	12917	82	CEFX	13000
31	CEFX	12918	83	CEFX	13001
32	CEFX	12919	84	CEFX	13002
33	CEFX	12920	85	CEFX	13003
34	CEFX	12922	86	CEFX	13006
35	CEFX	12923	87	CEFX	13007
36	CEFX	12925	88	CEFX	13009
37	CEFX	12926	89	CEFX	13010
38	CEFX	12927	90	CEFX	13012
39	CEFX	12928	91	CEFX	13013
40	CEFX	12929	92	CEFX	13014
41	CEFX	12930	93	CEFX	13015
42	CEFX	12931	94	CEFX	13016
43	CEFX	12937	95	CEFX	13021
44	CEFX	12940	96	CEFX	13028
45	CEFX	12941	97	CEFX	13037
46	CEFX	12943	98	CEFX	13042
47	CEFX	12944	99	CEFX	13044
48	CEFX	12945	100	CEFX	13047
49	CEFX	12946			
50	CEFX	12947			
51	CEFX	12948			
52	CEFX	12949			